

EXHIBIT 2

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

)
**IN RE: REALPAGE, INC., RENTAL) Case No. 3:23-md-3071
SOFTWARE ANTITRUST LITIGATION) MDL No. 3071
(NO. II))
) JURY DEMAND
)
) Chief Judge Waverly D. Crenshaw, Jr.
)
) This Document Relates to:
) ALL CASES
)**

**STIPULATION AND [PROPOSED] SUPPLEMENTAL ORDER ON
DEPOSITION LIMITS**

This Stipulation and Supplemental Order on Deposition Limits (“Deposition Limits Order”) may be modified at any time: (1) by agreement of all parties, except as otherwise provided; or (2) by order of the Court.

A. Generally

This Deposition Limits Order shall govern all depositions of party and non-party fact witnesses, including, but not limited to, depositions of present and former employees of the parties, Rule 30(b)(6) witnesses, and fact depositions of non-parties taken pursuant to Rule 45 subpoenas or otherwise. It does not apply to expert depositions.

B. Deposition Limits and Exceptions

1. Party Depositions of Defendants

Plaintiffs' Proposal	Defendants' Proposal
(a) Plaintiffs may take up to 2,905 hours of depositions of Defendants' party witnesses, inclusive of Rule 30(b)(6) depositions.	(a) Plaintiffs may take up to 125 depositions of party witnesses, inclusive of Rule 30(b)(6) depositions.
(b) Plaintiffs shall decide how to allocate	(b) Plaintiffs may decide how to allocate these depositions among Defendants

Plaintiffs' Proposal	Defendants' Proposal
these hours among Defendants but shall not take more than twenty-five (25) depositions of Defendant RealPage and fifteen (15) depositions of each of the other Defendant parties, subject to modification by the Court for good cause shown.	and may take up to ten (10) depositions of Defendant RealPage and up to five (5) depositions of each of the other Defendant parties. If plaintiffs wish to take more than five (5) depositions of a Defendant, or more than ten (10) of Defendant RealPage, plaintiffs shall confer in good faith with that Defendant in accordance with the Court's orders, but in any event, shall not exceed the overall total of allotted party depositions.

2. Party Depositions of Plaintiffs

Defendants may take up to 147 hours of or 21 total depositions of party witnesses¹.

3. Depositions of Former Employees

A deposition of a party's former employee in which the former employee is represented by party counsel shall be treated as a party deposition. A deposition of a party's former employee in which the former employee is not represented by party counsel or must be subpoenaed to appear for deposition shall be treated as a non-party deposition.

4. Non-Party and Third-Party Depositions

Plaintiffs' Proposal	Defendants' Proposal
Nothing in this Supplemental Order on Deposition Protocol shall be construed as imposing a limit on the number or hours of non-party or third-party witness depositions that either Plaintiffs or Defendants may take.	Plaintiffs may take up to 40 depositions of non-party or third-party witnesses. Defendants may take up to 40 depositions of non-party or third-party witnesses.

¹ 147 hours is consistent with 21 seven-hour depositions. Since the parties are essentially in agreement, except with respect to how the limit is formulated (numbers versus hours), the parties agree that any dispute can be resolved by applying the same approach the Court applies to Section B.1.

5. Settling Defendants

Plaintiffs' Proposal	Defendants' Proposal
Depositions of a settling Defendant will be treated as party depositions under this Supplemental Order on Deposition Protocol. ²	A settling Defendant will be treated as a party unless and until it is dismissed from the case. If a party notices a deposition of dismissed Defendant after that Defendant has been dismissed, the deposition shall count against the noticing party's limit on non-party or third-party depositions.

6. Trial Witnesses

Excluded from any party's deposition limits are depositions of witnesses who appear on any opposing party's final pre-trial witness list and who were not previously deposed, unless such witnesses were previously identified in initial disclosures or supplements thereto, served at least ninety (90) days prior to the conclusion of fact discovery.

7. Admissibility and Authentication Depositions

The parties shall use best efforts to resolve any issues of admissibility and authentication without the need for depositions. However, if a 30(b)(6) deposition is required for admissibility and authentication purposes, then that deposition shall not be counted towards the parties' deposition limits.

8. Where Fifth Amendment Is Exercised

Plaintiffs' Proposal	Defendants' Proposal
Depositions at which a witness exercises a Fifth Amendment right to refuse to answer all or nearly all substantive questions shall not count towards the parties' hour limits for depositions.	Defendants object to this provision.

² Plaintiffs agree to include Settling Defendant depositions in the total party deposition limits, provided that the Court adopts Plaintiffs' overall deposition limits. If the Court adopts a much narrower limit on Defendant depositions, Plaintiffs propose treating settling Defendants as third parties under their proposal for no limit on non-party or third-party depositions. If the Court both substantially narrows Plaintiffs' proposed limits and caps non-party or third-party depositions, Plaintiffs propose that Settling Defendant depositions be removed from any such cap.

C. Other Issues

1. Calculating Deposition Hours³

Plaintiffs' Proposal	Defendants' Proposal
A deposition of 4 hours or less counts as a 4-hour deposition. The time allocated to any deposition over 4 hours shall be determined by the videographer's (or court reporter's, if no videographer) count of time on the record.	Any deposition at or under 7 hours counts as one deposition.

2. Time Limits for Noticing Party Examination

Subject to the Court's Order on Deposition Protocol (Dkt. 816), the time limit for questioning by the noticing Party in all 30(b)(1) depositions is seven (7) hours. The seven-hour limit shall not include questioning by the Party defending the deposition or other counsel who cross-noticed the deposition.

3. Time Limits for 30(b)(6) Depositions

Plaintiffs' Proposal	Defendants' Proposal
Examinations by Plaintiffs in 30(b)(6) depositions shall be limited to a total of fourteen (14) hours unless: (1) otherwise agreed between the noticing party and defending party, or (2) modified by the Court for good cause shown.	The time limit for all 30(b)(6) depositions is 7 hours. If more than 7 hours are required for a 30(b)(6) deposition, the parties shall confer in good faith regarding scheduling for such additional time. Every subsequent period of examination consisting of up to 7 hours in a 30(b)(6) deposition shall count as an additional party deposition.

4. Joint 30(b)(1)/30(b)(6) Witnesses

If a witness is deposed under both Rule 30(b)(1) and 30(b)(6), each deposition shall count separately against a party's deposition limits. Such witness shall be made available for up to fourteen (14) hours. The parties shall confer on how best to schedule such depositions, but will

³ The Court need only decide this dispute if it adopts Plaintiffs' hours-based approach to deposition limits.

endeavor to schedule deposition days consecutively for efficiency and to avoid duplicative travel expenses.

5. Multi-Tracking Depositions

The parties shall have the ability to schedule multiple depositions on a given day for expediency and efficiency purposes; provided, however, no party shall be required to make available more than one witness on the same day.

D. Modifications to this Order

The parties will strive to agree on any modifications to this Order through the meet and confer process. If a proposed modification is disputed, the parties may file a joint statement on that dispute in compliance with the Court's discovery dispute resolution procedures. (*See* Dkt. 854.)

Dated: May 8, 2024

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CERTIFICATE OF SERVICE

I hereby certify that on May 8, 2024, I caused the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the email addresses denoted on the Electronic Mail Notice List.

/s/ Tricia R. Herzfeld
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